

Company No 05414325

The Companies Act 2006

Public Company Limited by shares

Ordinary and Special Resolutions of

MONDAY



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COMPANIES HOUSE

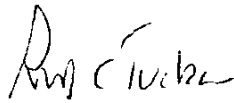
Vast Resources plc

At the General Meeting of the above-named Company duly convened and held on the 31st January 2019 the following resolutions were passed, of which resolutions 1, 3 and 5 as ordinary resolutions and resolutions 2, 4 and 6 as special resolutions.

1. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Companies Act 2006 (the "Act"), in addition to all previous authorities granted to them or granted to them under resolutions 3 and 5 below, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £2,000,000, provided that such authority shall be used in connection with the exploration for and mining of diamonds in Zimbabwe, and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2019 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired
2. That, subject to, and conditional on, the passing of Resolution 1, the Directors be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment provided that this authority shall be used in connection with the exploration for and mining of diamonds in Zimbabwe, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the Annual General Meeting of the Company to be held in 2019, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.
3. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Act, in addition to all previous authorities granted to them or granted to them under resolutions 1 above and 5 below, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,000,000, provided that such authority shall be used in connection with conversion rights under the \$3,000,000 bridge facility with the Bergen Global Opportunity Fund, LP, and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on 14 February 2020 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired.
4. That, subject to, and conditional on, the passing of Resolution 3, the Directors be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by Resolution 3 as if section 561(1) of the Act did not apply to any such allotment provided that this authority shall be used in connection with conversion rights under the \$3,000,000 bridge facility with the Bergen Global Opportunity Fund, LP, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 14 February 2020, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted

after such expiry and the directors of the Company may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

5. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Act, in addition to all previous authorities granted to them or granted to them under resolutions 1 and 3 above, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £800,000, provided that such authority shall be used in connection with the Baita Plai polymetallic mine in Romania, and for general working capital, and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2019 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired.
6. That, subject to, and conditional on, the passing of Resolution 5, the Directors be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment provided that this authority shall be used in connection with the Baita Plai polymetallic mine in Romania, and for general working capital, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the Annual General Meeting of the Company to be held in 2019, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.



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DIRECTOR